

MORTGAGE CERTIFICATE

Lawrence K. Poullet & Spout
adopt this as one of the subdivisions and dedicate the right-of-way for the roads
as shown on the plat of the subdivision to the public use forever and reserve for
the public utilities the utility easements shown on the plat. I certify that I am
the mortgage in fee simple of the property and that no taxes have become due and
payable. This the 28th day of August, 1989.

Signature of Mortgagor
Lawrence K. Poullet & Spout

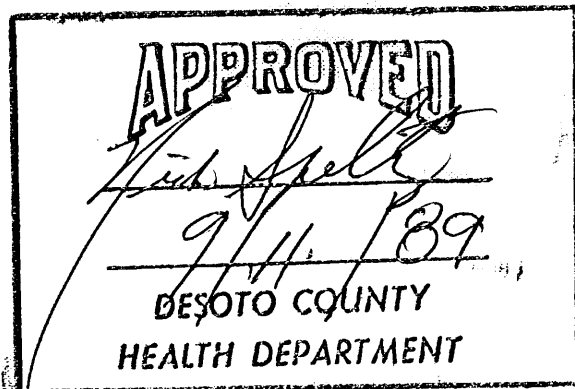
NOTARY'S CERTIFICATE

State of MISSISSIPPI, County of DESOTO

This day personally appeared before me the undersigned authority in and for said
County and State, Lawrence K. Poullet & Spout who acknowledged that he owned
and delivered the foregoing plat for the purpose therein mentioned. Given under
my hand and official seal of office this the 28th day of August, 1989.

My Commission expires: 11/3/91

Signature of Notary



Limitations
or Exclusions

Limit of 400 gallons of waste water
for day
Extensive grading will wait this
approval.
7/1/89

RESTRICTIVE COVENANTS

These covenants apply to all lots in Carnall Subdivision and run
with the land and shall be binding on all persons owning property
in the subdivision until May 30, 1999, at which time these
covenants shall be automatically extended for successive ten (10)
year periods, unless an instrument signed by a majority of the then
owners of the lots has been recorded agreeing to change said
covenants in whole or in part. Invalidation of any one of these
covenants, Limitations or Restrictions by judgement or on court
order shall in no wise affect any of the other provisions, which
shall remain in force and effect.

(1) All lots shall be for residential use only and no noxious or
offensive trade or activity shall be conducted upon any lot in this
Subdivision, nor shall anything be done thereon which may be
become an annoyance or nuisance to the neighborhood.

(2) The minimum floor area of all residences exclusive of open
porches, carports, or garages, shall be 2000 square feet, the
exterior finish of all residences constructed in the Subdivision
must be completed within six (6) months from the date started.
Trailers will not be allowed on any lot, however the minimum ground
floor for a two story shall be 1300 feet.

(3) No tents, basement, shack, garage, barn or other structure of a
temporary nature shall be used as a residence at any time.

(4) No animals of an obnoxious nature shall be domiciled or
maintained upon any lot in this subdivision which may annoyance or
nuisance to the neighborhood.

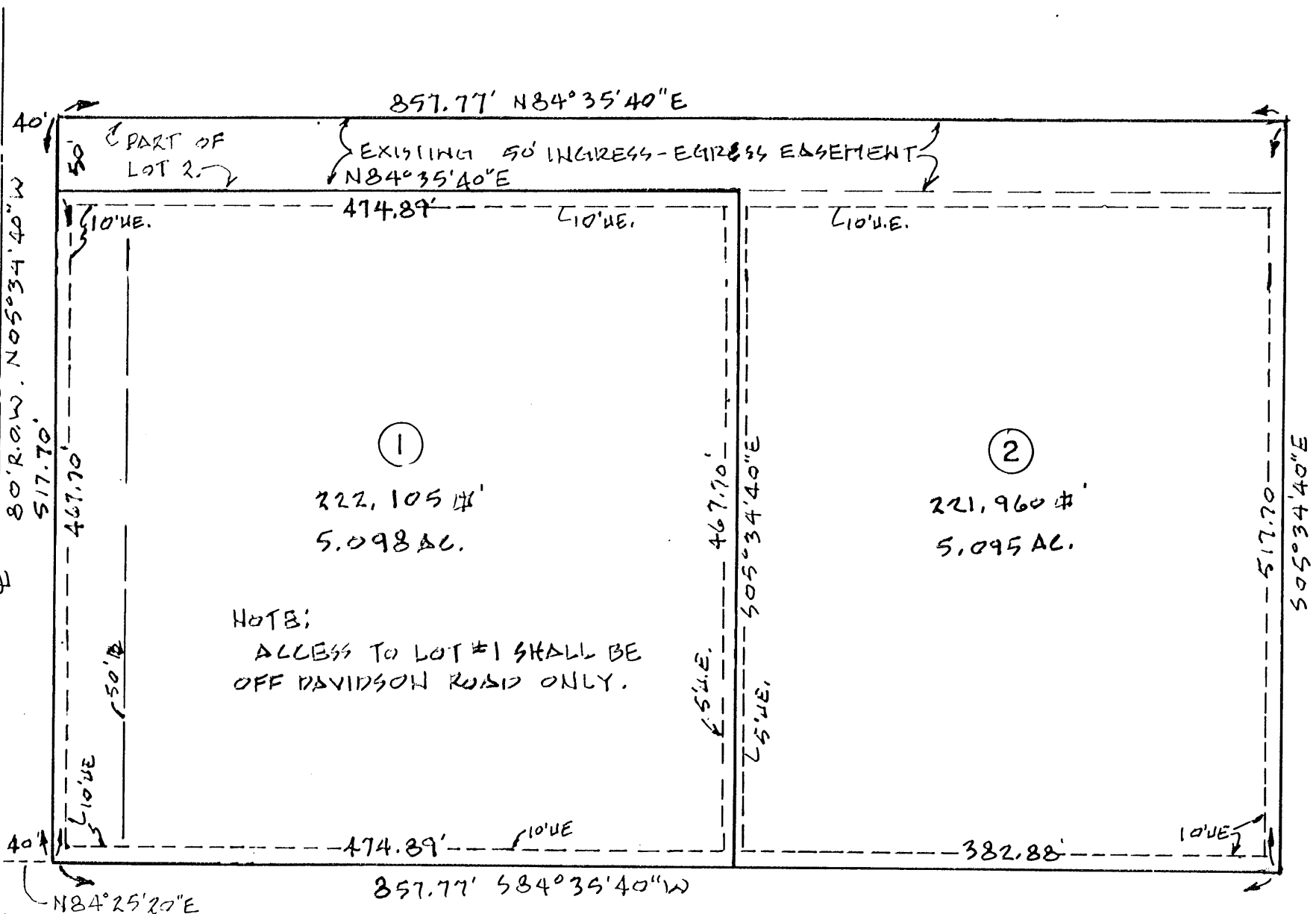
(5) No lots may be subdivided unless permitted by the Subdivision
Regulations of Desoto County, Mississippi; however, two (2) or more
lots may be combined for use as one (1) lot and in such case, the
interior lot lines may be disregarded insofar as side yard
requirements are concerned.

(6) Easements five (5) feet wide for installation and maintenance
of utilities and drainage facilities are reserved along property
lines for each lot, except ten (10) feet for front and rear
property lines.

(7) The use, zoning and building regulations of Desoto County,
Mississippi, shall apply in this Subdivision.

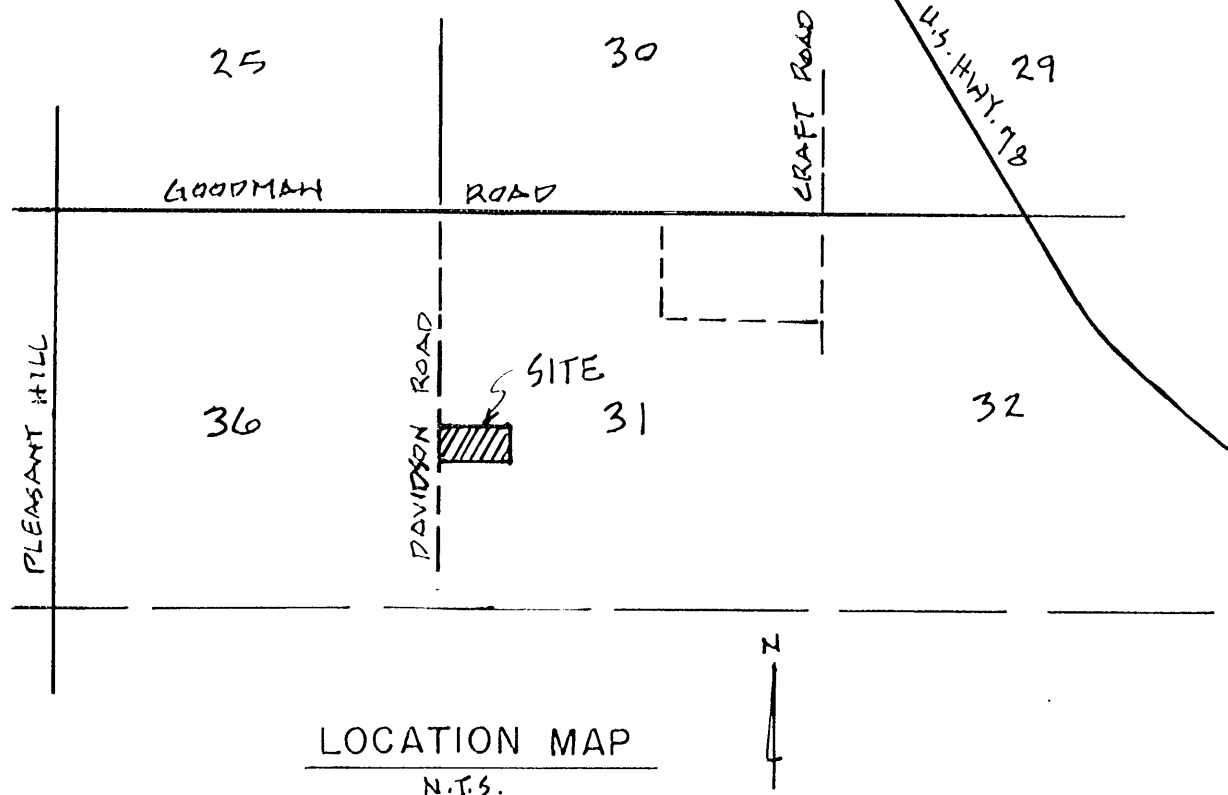
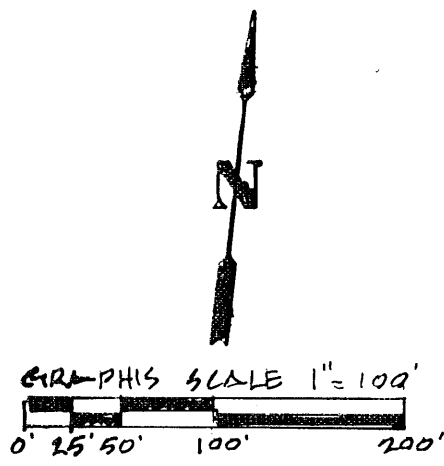
(8) No residence may be located nearer than fifteen (15) feet to
any side lot line.

LM 2-2439



(9) No building shall be erected, placed or altered on any lot in
this subdivision until the building plans, specifications and plat
plan, showing the location of such building, shall have been
approved in writing as to conformity and harmony with existing
structures in this subdivision and as to location of building with
respect to topography and finished ground elevations by George
Carnall or his designated agent. In the event that said person or
his designated representative fails to approve or disapprove such
design and location within a period of thirty (30) days after said
plans and specifications have been submitted to them, or if no
litigation to enjoin the erection the such building or the making
of such alterations has been commenced prior to the completion
thereof, such approval will not be required, and this covenant will
be deemed to have been fully complied with. Neither George Carnall
or his designated representative, shall be entitled to any
compensation for services performed pursuant to this covenant. The
powers and duties of George Carnall, and its designated
representative, shall cease on and after May 30, 1997. Thereafter,
the approval described in this covenant shall not required unless,
prior to said date, and effective thereon, a written instrument
shall be executed by then record owners of the majority of the lots
in this subdivision and duly recorded appointing a representative
or representatives, who shall thereafter exercise the same powers
previously exercised by the committee.

(10) Enforcement of these Restrictive Covenants shall be by
proceeding at law or in equity against any person or persons
violating or attempting to violate any restrictions or covenant,
either to restrain violation or to recover damages.



OWNER'S CERTIFICATE

I, George H. Carnall Jr., authorized representative
of the owner of the property, hereby adopt this as my
plan of subdivision and dedicate the right-of-way for the
roads and parks as shown on the plat of the
subdivision to the public use forever and reserve for
the public utilities the utility easements shown on the
plat. I certify that I am the owner in fee simple of
the property and that no taxes have become due and
payable. This the 28th day of August, 1989.

Signature of Owner

George H. Carnall Jr.

NOTARY'S CERTIFICATE

State of MISSISSIPPI, County of DESOTO

This day personally appeared before me the undersigned
authority in and for said County and
State, GEORGE H. CARNALL and Janet S. Carnall, who
acknowledged that he/she signed and delivered the
foregoing plat for the purpose therein mentioned.
Given under my hand and official seal of office this
the 28th day of August, 1989.

My Commission expires: 11/3/91

Approved by the DeSoto County Planning Commission.
Dated the 1st day of September, 1989.

ATTEST:

Signature of Chairman

CHAIRMAN

SECRETARY

CERTIFICATE OF ENGINEER

This is to certify that I have examined the subdivision
shown hereon and the plat submitted and find it correct
from information from a ground survey of the property.

Signature of Engineer

Approved by the Board of Supervisors
of Desoto County, Mississippi
this the 6th day of September, 1989.

ATTEST:

PRESIDENT

W. C. Davis, Seal

By D. Taylor, D.C.

STATE OF Mississippi
COUNTY OF Desoto

I hereby certify that the subdivision plat shown
hereon was filed for record in my office at 8:30
o'clock A.M. on the 22nd day of August,
1989, and was immediately entered upon the proper
indexes and duly recorded in Plat Book 34 at
Page 31.

Signature of Clerk

By D. Taylor, D.C.

CARNALL SUBDIVISION
SECTION 31, TOWNSHIP 1 S., RANGE 6 W.
DESOTO COUNTY, MISSISSIPPI
10.19 ACRES, 2 LOTS, ZONED AR

OWNER: GEORGE CARNALL

PREPARED BY: SMITH ENGINEERING CO., INC.
928 GOODMAN ROAD
SOUTHAVEN, MISS. 38671

DATE: MAY 1989

SHEET 1 OF 1